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Attorneys for Constellation NewEnergy, Inc.  
and Constellation NewEnergy – Gas Division, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re: \*

DELPHI CORPORATION, *et al.*, \* Case Nos. 05-44481 *et al.*  
(Jointly Administered)  
Debtors. \* Chapter 11

\* Related Pleading: Dkt. No. 6571

\* \* \* \* \*

**RESPONSE OF CONSTELLATION NEWENERGY, INC.  
AND CONSTELLATION NEWENERGY – GAS DIVISION, LLC  
TO DEBTORS’ SIXTH OMNIBUS OBJECTION TO CLAIMS**

Constellation NewEnergy, Inc. (“CNE”) and Constellation NewEnergy – Gas Division, LLC (“CNEG”), by their undersigned counsel, respond to the Debtors’ Sixth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims and (B) Equity Claims [Dkt. No. 6571] (the “Objection”) filed by Delphi Corporation and its related debtors (collectively, the “Debtors”) and in support states as follows:

1. On or about March 21, 2006, CNE filed a proof of claim asserting a general unsecured claim against Delphi Automotive Systems, LLC (“Delphi Automotive”) in the amount of \$793,411.29 [Claim No. 2382] (the “CNE Claim”).

2. On the same day, CNEG filed a proof of claim asserting a general unsecured claim against Delphi Automotive in the amount of \$93,001.07 [Claim No. 2381] (the “CNEG Claim”; collectively with the CNE Claim, the “Claims”).

3. On or about January 12, 2007, the Debtors filed the Objection which states that the Claims are duplicative of other claims filed by CNE and CNEG.

4. The proofs of claim filed by CNE and CNEG constitute *prima facie* evidence of the validity and amount of the Claims. Fed. R. Bankr. P. 3001(f). The Debtors now bear the burden of putting forth evidence sufficient to negate the *prima facie* validity of the Claims. *St. Johnsbury Trucking Co., Inc. v. Adams (In re St. Johnsbury Trucking Co., Inc.)*, 206 B.R. 318, 323 (Bankr. S.D.N.Y. 1997), *aff’d*, B.R. 692 (S.D.N.Y. 1998), *aff’d*, 173 F.3d 845 (2d Cir. 1999); *In re Waterman Steamship Corp.*, 200 B.R. 770, 774-75 (Bankr. S.D.N.Y. 1996). The Debtors have failed to offer any such evidence.

5. The Debtors have offered no evidence to dispute the Claims. Therefore, the Claims should be allowed and the Objection to the Claims should be overruled.

6. The Debtors may return any reply to this Response to the undersigned counsel.

WHEREFORE, CNE and CNEG respectfully requests entry of an Order:

A. Overruling the Objection;

B. Allowing the Claims in their entireties; and

C. Granting such other and further relief as this Court deems just and appropriate  
under the circumstances.

Dated: New York, New York  
February 8, 2007

DLA PIPER US LLP

/s/ Timothy W. Walsh

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